

MANWELL & WES

ATTORNEYS AT LAW

CITICORP CENTER

ONE SANSOME STREET

14TH FLOOR

SAN FRANCISCO, CALIFORNIA 94104

TELECOPY

(415) 362-1010

December 14, 1987

RECORDATION NO. 15040-A+B

DEC 16 1987 10 48 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

7 350A080

Ms. Noreta R. McGee
Secretary of the Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed please find for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, seven (7) original 1st Amendment to Security Agreement with 1st Amendment to Consent and Agreement (the "First Amendment") and seven (7) original 2nd Amendment to Security Agreement (the "Second Amendment"). These are secondary documents.

The First Amendment and the Second Amendment should be included as part of the primary filing recorded on September 2, 1986 at 3:10 p.m., Recordation No. 15040 and given the next available recordation number being 15040-A and 15040-B. The names and addresses of the primary parties to the First Amendment and the subject equipment are:

- A. Parties: Debtor: HM Joint Venture
- Secured Party: First National Bank of Louisville
- B. Addresses: Debtor: c/o Helm Equipment Leasing Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111
- Secured Party: 101 S. Fifth Street
Louisville, KY 40202
- C. Equipment: Bottom dump coal hopper cars currently bearing road numbers as follows:

Number of Cars

Road Numbers

940
1300

HELX 36000-37199
HELX 580000-581999

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The names and addresses of the primary parties to the Second Amendment and the subject equipment are:

- A. Parties: Debtor: HM Joint Venture
Secured Party: First National Bank of
Louisville
- B. Addresses: Debtor: c/o Helm Equipment Leasing
Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111
Secured Party: 101 S. Fifth Street
Louisville, KY 40202
- C. Equipment: Bottom dump coal hopper cars currently bearing road numbers as follows:

<u>Number of Cars</u>	<u>Road Numbers</u>
940	HELX 36000-37199
1300	HELX 580000-581999
90	HELX 18900-18999
100	HELX 586802-586929
350	HELX 587000-587499
220	HELX 10000-10299

Enclosed is a check of this firm in the amount of \$20.00 to cover the filing fee for the First Amendment and the Second Amendment.

A short summary of the documents to appear in the Index is as follows:

1st Amendment to Security Agreement with 1st Amendment to Consent and Agreement regarding Cars bearing road numbers HELX 36000-37199 and HELX 580000-581999.

2nd Amendment to Security Agreement regarding Cars bearing road numbers HELX 36000-37199, HELX 580000-581999, HELX 18900-18999, HELX 586802-586929, HELX 587000-587499 and HELX 10000-10299.

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Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from ICC acknowledging the filing, and the extra copy of this letter of transmittal.

The undersigned certifies that she is acting as counsel to HM Joint Venture for purposes of this filing and that she has knowledge of the matters set forth in the above-described documents.

Sincerely,

A handwritten signature in cursive script, reading "L. Celeste H. Blumer". The signature is written in dark ink and is positioned above the printed name.

L. Celeste H. Blumer

LCHB:msp

Enclosures

2nd AMENDMENT TO SECURITY AGREEMENT

DEC 16 1987 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

This 2nd Amendment to Security Agreement is dated as of October 1, 1986 and is entered into between HM Joint Venture, a Kentucky joint venture formed by Helm Equipment Leasing Corporation, a California corporation ("Helm") and Mansbach Realty Company, a Kentucky corporation ("Mansbach") ("Debtor") and First National Bank of Louisville, a national banking association ("Secured Party").

1. Amendment to Schedule I. Schedule I to the Security Agreement dated as of August 22, 1986, between Debtor and Secured Party (the "Agreement") is hereby amended to read as follows:

Existing Car Numbers	Maximum Number of Cars	New Car Numbers
UP36000-37199	940	HELX36000-37199
UP18900-18999	90	HELX18900-18999
MP58000-581999	1,300	HELX580000-581999
MP586802-586929	100	HELX586802-586929
MP587000-587499	350	HELX587000-587499
GSCX10000-10299	220	HELX10000-10299

2. Agreement Ratified and Affirmed. All other provisions of the Agreement are ratified and reaffirmed.

IN WITNESS WHEREOF, this 2nd Amendment to Security Agreement has been executed by the authorized officials of the parties as of the date first above-written.

Attest:

HM JOINT VENTURE

By: MANSBACH REALTY COMPANY,
Joint VenturerBy: Edward B. Renneker
Title: Treas.By: Gerald Mansbach
Title: _____

Attest:

By: HELM EQUIPMENT LEASING
CORPORATION,
Joint VenturerBy: William M. Feltner
Title: SecretaryBy: David K. Ed
Title: VP

Attest:

FIRST NATIONAL BANK OF LOUISVILLE

By: John L. Shaw
Title: ST. OPERATIONS OFFICEBy: J. E. Vittitor
Title: Senior Vice President

STATE OF Kentucky)
COUNTY OF Boyd) ss.

I, Edward B. Renneker, a Notary Public in and for the state and county aforesaid, do hereby certify that Gerald Mansbach of MANSBACH REALTY COMPANY, a Kentucky corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 23 day of November, 1987.

Edward B. Renneker
Notary Public

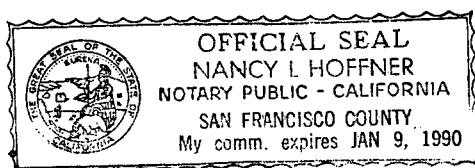
My commission expires

Dec. 6, 1989

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

I, NANCY L. HOFFNER, a Notary Public in and for the state and county aforesaid, do hereby certify that DAVID A. ECKLES of HELM EQUIPMENT LEASING CORPORATION, a California corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is EXECUTIVE VICE PRESIDENT, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 17th day of November, 1987.



Nancy L. Hoffner
Notary Public

My commission expires

January 9, 1990

STATE OF Kentucky)
COUNTY OF Jefferson) ss.

I, Darlene Sapp Watkins, a Notary Public in and for the state and county aforesaid, do hereby certify that J. E. Vittitow of FIRST NATIONAL BANK OF LOUISVILLE, a national banking association, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is Vice President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 27th day of December, 1987.

Darlene Sapp Watkins
Notary Public

My commission expires
Notary Public, State at Large, KY
My commission expires Apr. 10, 1989